

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE NORTHERN DISTRICT OF ILLINOIS
WESTERN DIVISION**

In Re:)	
)	
TAN BOOKS & PUBLISHERS, INC.,)	Case No. 05-70657
)	
Debtor.)	Chapter 11 Bankruptcy
)	Judge Manuel Barbosa
)	

**ORDER APPROVING FINAL ALLOWANCE OF COMPENSATION
AND REIMBURSEMENT OF EXPENSES TO TRUSTEE**

This Cause having been heard by the Court on the Final Application (the “Application”) of Fred Caruso (the “Trustee” or “Mr. Caruso”) as the chapter 11 trustee of the bankruptcy estate of TAN Books & Publishers, Inc. (the “Debtor”) for Allowance of Compensation (“Compensation”) and Reimbursement of Expenses (“Expense Reimbursement”), due and adequate notice under the circumstances having been given to all parties entitled thereto, the Court having found that the Application constitutes a core proceeding and that the services and expenses described therein and the supporting documentation attached thereto are fair and reasonable pursuant to the provisions of the Bankruptcy Code, and the Court being fully advised in the premises,

IT IS HEREBY ORDERED THAT:

1. The Trustee is allowed final Compensation for the period November 1, 2008 through September 16, 2009 (the “Compensation Period”) in the amount of \$106,425.36 (the “Allowed Compensation”);
2. The Trustee is allowed a final Expense Reimbursement for the Compensation Period of \$4,765.56 (the “Allowed Expenses”);

3. The Trustee is hereby authorized to immediately make such distributions to himself as are necessary to pay all of the Allowed Compensation and the Allowed Expenses, totaling \$111,190.91;

4. All compensation and expense reimbursements allowed by the Court pursuant to the Trustee's First, Second, Third and Fourth Interim Applications for Allowance of Compensation and Reimbursement of Expenses [**Docket Nos. 508, 556, 629 and 1003**], all of which have been previously paid in full, are hereby rendered final;

5. As further compensation, the Trustee shall receive and be paid without further authorization, notice, hearing, or order of the Court, 3% (the "Earn Out Compensation") of any and all additional moneys paid in the future (the "Earn Out Payments") by Good Will Publishers, Inc., Saint Benedict Press, LLC, or any of their affiliates (collectively, the "Purchasers") pursuant to the terms of that certain Asset Purchase Agreement dated June 23, 2008, between the Purchasers and the Trustee that was approved by the Court pursuant to an Order entered by the Court on October 27, 2008 [**Docket No. 989**], irrespective of whether the Earn Out Payments are paid to the Trustee or to the Liquidating Trust, the Liquidating Trustee, or any other person or entity that may receive the Earn Out Payments in the future under the terms of the Trustee's Revised Chapter 11 Plan of Liquidation dated March 3, 2009 (the "Plan"), and the Order entered by the Court on June 1, 2009 [**Docket No. 1231**] confirming the Plan (the "Confirmation Order");

6. The Earn Out Compensation shall be paid to the Trustee as part of his compensation as the chapter 11 trustee of the Debtor's bankruptcy estate and shall not be part of any compensation Mr. Caruso or DSI, Inc., may receive as the Liquidating Trustee pursuant to the Plan or the Confirmation Order;

7. The Liquidating Trust, the Liquidating Trustee, or any other person or entity that may receive the Earn Out Payments in the future under the terms of the Plan or the Confirmation Order are authorized and directed to pay the Earn Out Compensation to the Trustee immediately upon receipt of any of the Earn Out Payments without further approval by the Court, notice, hearing, or order of the Court; and

8. The limited notice as described in the Application is authorized and approved.

Dated: _____

Enter: _____
United States Bankruptcy Judge